

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEY
(415) 541-1768

RECORDATION NO. 6162-F
SEP 2 - 1982 12:45 PM
INTERSTATE COMMERCE COMMISSION

August 30, 1982

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

No.

Date

Fee \$

2-245A062
SEP 02 1982

10:00

Washington, D. C.

RE: I.C.C. Finance Docket No. 26616 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 52

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Fourth Supplement dated as of August 31, 1982, to Equipment Trust Agreement dated as of April 1, 1971, creating Southern Pacific Transportation Company Equipment Trust, Series No. 52, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1971, recorded on May 24, 1971, at 12:05 PM, assigned Recordation No. 6162;

Statement of New Numbers Assigned to Equipment Under Equipment Trust Agreement, dated as of July 15, 1971, recorded on July 21, 1971, at 9:25 AM, assigned Recordation No. 6162-A;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6162-B;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6162-C; and

Ms. Agatha L. Mergenovich
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Third Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on
August 11, 1982, at 10:45 AM, assigned
Recordation No. 6162-D.

In connection with the recording of the Fourth Supplement
dated August 31, 1982, to the Equipment Trust Agreement dated
April 1, 1971, the following information is set forth in
accordance with the provisions of Section 57.4 of the
Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by Fourth Supplement:

2	4200 h.p. locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 9503 and 9504.
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When the recording of the Fourth Supplement to Equipment
Trust Agreement has been completed, will you kindly endorse,
with the pertinent recording information, all executed
counterparts thereof which are presented to you by our
representative herewith, and return the remainder to her.

Very truly yours,

James J. Trabucco
James J. Trabucco *ctt*

Enclosures

RECORDATION NO. 6162-E Filed 1425

SEP 2 - 1982 . 2 45 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 52

6162-E

FOURTH

SUPPLEMENT TO EQUIPMENT TRUST .

Dated as of August 31, 1982

FIRST PENNSYLVANIA BANK, N. A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirty-first day of August, 1982, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of April 1, 1971, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 52 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, certain flat cars (hereinafter collectively called "Unsuitable Equipment") comprising said equipment have become unsuitable for use, and in accordance with the provisions of said Equipment Trust, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment unsuitable for use; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 52, the railroad equipment hereinafter described to wit:

<u>Number of Units</u>	<u>Description</u>
2	4200 h.p. locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 9503 and 9504.

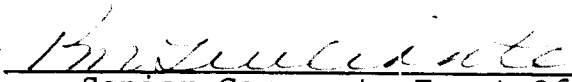
TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Fourth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be

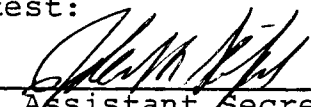
deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

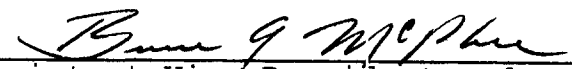
FIRST PENNSYLVANIA BANK, N.A., Trustee

By 
Senior Corporate Trust Officer
and Assistant Secretary

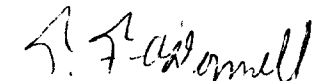
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

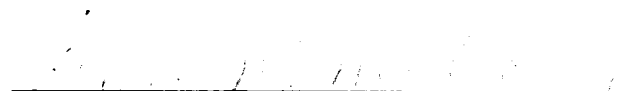
By 
Assistant Vice President and Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 26th day of August, 1982, before me personally appeared PHYLLIS M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is Senior Corporate Trust Officer and Assistant Secretary of FIRST PENNSYLVANIA BANK, N.A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

